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Attorneys for the Ad Hoc Group  
of Junior Secured Noteholders

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	
	)	Case No. 12-12020 (MG)
	)	
Debtors.	)	(Jointly Administered)
	)	

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**AD HOC GROUP OF JUNIOR SECURED NOTEHOLDERS' PRETRIAL  
SUBMISSIONS**

Pursuant to the Federal Rules of Civil Procedure, made applicable by the Bankruptcy Code, that certain *Fifth Revised Joint Omnibus Scheduling Order and Provisions for Other Relief Regarding Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* (Doc. No. 3306) (the "Fifth Scheduling Order"), and that certain *Supplement to the Fifth Revised Joint Omnibus Scheduling Order and Provisions for Other Relief Regarding Debtors' Motion Pursuant to Fed. R. Bank. P. 9019 for Approval of RMBS Trust Settlement Agreements* (Doc. No. 3731) (the "Supplemental Order," and with the Fifth

Scheduling Order, the “Scheduling Orders”), the Ad Hoc Group of Junior Secured Noteholders (the “Ad Hoc Group”)<sup>1</sup> hereby submits and makes the following designations in connection with the Debtors’ *Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements* (Doc. No. 1887):

The Ad Hoc Group reserves the right to call live, by video, or by deposition any witness on any witness list submitted and filed by any party (including expert witnesses) in accordance with the Scheduling Orders, regardless of whether or not such party is prosecuting its objection at the time of the trial.

The Ad Hoc Group also reserves the right to use any deposition testimony designated, submitted, and/or filed by any party (including expert witnesses) in accordance with the Scheduling Orders, regardless of whether or not such party is prosecuting its objection at the time of the trial. The Ad Hoc Group also reserves the right to use any deposition testimony, whether designated or not, for purposes of cross-examination or rebuttal. The Ad Hoc Group further reserves the right to designate additional deposition testimony or call any live witness for live testimony in response to any other party’s designations, or for any other reason.

The Ad Hoc Group reserves the right to introduce any exhibit identified on any party’s exhibit list submitted and/or filed by any party in accordance with the Scheduling Orders, regardless of whether or not such party is prosecuting its objection at the time of the trial.

The Ad Hoc Group reserves the right to supplement or modify any of these reservations based on circumstances that may develop prior to the commencement of or during trial.

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<sup>1</sup> The Ad Hoc Group is comprised of certain entities that hold or manage holders of 9.625% Junior Secured Guaranteed Notes due 2015 issued under that certain Indenture dated as of June 6, 2008 (the “Junior Secured Notes”). The Junior Secured Noteholders’ claim is now equal to approximately 116.2% of the face amount of the bonds and is currently increasing by virtue of the accrual of post-petition interest at the rate of approximately \$250 million per year.

Dated: May 15, 2013  
New York, New York

Respectfully submitted,

By: /s/ J. Christopher Shore  
J. Christopher Shore

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